

EXHIBIT 40

[Filed Under Seal]

From: Thompson, Ronald
Sent: Thursday, January 19, 2012 8:05 PM
To: Lappin, Harley
Subject: McRae call

Harley,

Our call with Doug Martz, Contracting Officer, Linda Turner, SSIM, Linda Thomas, PFA and Randy Powers did not go well yesterday. Lane, Tim and I were on the call and tried to explain the following: 1) McRae did not meet all non-mandatory standards for their 2004 and their 2007 audits; nevertheless, they were accredited; 2) four of our five BOP sites are not at 100% with non-mandatory stds; 3) our history with BOP has shown that maintaining accreditation is the goal, not winning all non-mandatory stds.

Doug Martz stated he would not allow us to "tap dance" around the requirement for 100% compliance. We attempted to explain that we were not attempting to tap dance but history has shown something different than what they were now holding us to. Rather than argue further we stated we would go back to the drawing board.

The meeting with the Director on Monday is scheduled for 9:00-11:00 AM in the Cholla Room, first floor, Hilton Suites.

Ronald G. Thompson

Vice President, Facility Operations
Corrections Corporation of America
10 Burton Hills Blvd.
Nashville, TN 37215

Office Ph: 615-263-3856
Office Fax: 615-565-9939
Cell: 615-336-9244
E-mail: ronald.thompson@cca.com

